



## NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (EOGM) of Pakistan Aluminium Beverage Cans Limited will be held on June 23, 2023 at 12:00 noon PST at ISE Auditorium, 55-B, ISE Towers, Jinnah Avenue, Islamabad to transact the following business:

### Ordinary Business:

1. To confirm minutes of the eighth Annual General Meeting held on April 28, 2023.

### Special Business:

1. To consider and, if deemed appropriate, approve increase in Authorized Share Capital, from PKR 4,000,000,000/- divided into 400,000,000/- ordinary shares of PKR 10/- each, to PKR 8,000,000,000/- divided into 800,000,000/- ordinary shares of PKR 10/- each, and to pass with or without modification(s), addition(s), or deletion(s) the following resolution as special resolution for increase of Authorized Share Capital of the company and to approve consequent amendment in the Memorandum and Article of Association of the company, subject to requisite approval, if any”

“Resolved that Authorized Share capital of the company be and is hereby increased, from PKR 4,000,000,000/- divided into 400,000,000/- ordinary shares of PKR 10/- each, up to PKR 8,000,000,000/- divided into 800,000,000/- ordinary shares of PKR 10/- each, by creation of 400,000,000/- additional ordinary shares of PKR 10/- each, to rank pari passu in every respect with the existing ordinary shares of the company”.

“Further Resolved that in consequence of decision of increase in the authorized capital of the Company V of the Memorandum of Association of the company and Article 4 of the Article of Association of the Company be and are replaced accordingly, to read as follows”.

#### Clause V of the Memorandum of Association

“The Authorized Capital of the Company is Rs.8,000,000,000 (Rupees Eight Billion Only) divided into 800 Million (Eight Hundred Million only ) Ordinary Shares of Rs.10/- each with powers to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges, conditions, as may be determined by or in accordance with the Companies Act 2017 and to vary, modify or abrogate any such rights, privileges and conditions in such manner as may for the time being be provided by the Companies Act 2017.”

#### Article 4 of the Article of Association

“The Authorized Capital of the Company is Rs. 8,000,000,000 (Rupees Eight Billion Only) divided in to 800 Million (Four Eight Million Only) Ordinary Shares of Rs.10/- each with powers to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges, conditions, as may be determined by or in accordance with Companies Act 2017 and to vary, modify or abrogate any such rights, privileges and conditions in such manner as may for the time being be provided by Companies Act 2017.”

“Further Resolved that Mr. Azam Sakrani the Chief Executive Officer and Director or Mr. Sohail Akhtar Gogal Company Secretary be and are hereby single authorized to do all acts, deeds, things, take any or all necessary actions to complete all legal and corporate formalities and file already request documents with the Security and Exchange Commission of Pakistan effectuate and implement this resolution”.



2. "To consider and if deemed appropriate shift the Registered Office of the Company from Islamabad Capital Territory to the Province of Punjab and further, the place of the Registered Office of the Company be shifted from PHA Flat No. 04, Block No. 12, G-8 / 4, Islamabad, to Plot number 29 & 30, M-3 Industrial City, Main Boulevard, Sahianwala, Faisalabad, Punjab and to pass with or without modification(s), addition(s), or deletion(s) the following resolution as special resolutions and to approve consequent amendment in the Memorandum of Association of the company, subject to requisite approval, if any"

"RESOLVED THAT subject to the fulfilment of regulatory requirements, the Registered Office of Pakistan Aluminium Beverage Cans Limited be shifted from Islamabad Capital Territory to the Province of Punjab."

"FURTHER RESOLVED THAT subject to the fulfilment of regulatory requirements, the place of the Registered Office of the Company be shifted from PHA Flat No. 04, Block No. 12, G-8 / 4, Islamabad, to Plot number 29 & 30, M-3 Industrial City, Main Boulevard, Sahianwala, Faisalabad, Punjab."

"Further Resolved that in consequence of decision to change the registered office of the Company Clause II of the Memorandum of Association of the company be and is replaced accordingly, to read as follows".

Clause II of the Memorandum of Association

"The Registered Office of the Company shall be situated in the province of Punjab."

"Further Resolved that Mr. Azam Sakrani the Chief Executive Officer and Director or Mr. Sohail Akhtar Gogal Company Secretary be and are hereby single authorized to do all acts, deeds, things, take any or all necessary actions to complete all legal and corporate formalities and file already request documents with the Security and Exchange Commission of Pakistan effectuate and implement this resolution".

3. To transact any other business with the permission of the chair.

By order of the Board

Sohail Akhtar Gogal  
Company Secretary

Islamabad  
Dated: June 02, 2023

**Notes:**

**1. Closure of Share Transfer Books**

The register of members will remain closed from June 16, 2023 to June 23, 2023 (both days inclusive). Shareholders whose names appear in the Register of Members on June 15, 2023 will be entitled to attend the Extraordinary General Meeting (EOGM). Transfers received in order at the office of our Share Registrars, THK Associates (Pvt.) Ltd., Plot No. 32-C, Jami Commercial Street 2, D.H.A Phase VII, Karachi, 75500 by the close of business on June 15, 2023 will be treated in time for the purpose of attending the EOGM.

**2. Participation in Extraordinary General Meeting**

Any member of the Company entitled to attend and vote at this meeting may appoint another person as his/her proxy to attend and vote on his/her behalf. A corporate entity, being a member, may appoint any person, regardless whether he is a member or not, as its proxy. In case of corporate entities, a resolution of the Board of Directors /Power of Attorney with specimen signatures of the person nominated to represent and vote on behalf of the corporate entity



shall be submitted to the Company along with a completed proxy form. Proxies in order to be effective must be received by the Company at the Registered Office located at PHA Flat No. 04, Block No. 12, G-8 / 4, Islamabad, not less than 48 hours before the time fixed for holding the meeting.

### 3. Further Guidelines for shareholders

- **For Attending the Meeting:**

To attend the meeting, CDC account holders must comply with the guidelines set by the SECP through its Circular 1 of January 26, 2000. Individuals must present their original CNIC or passport for authentication. In the case of corporate entities, a resolution of the Board of Directors or a Power of Attorney with the nominee's specimen signature must be provided at the meeting, unless previously provided to the company.

- **For Appointing Proxies:**

Individuals, including account holders, sub-account holders, and those whose securities are in a group account, must submit the proxy form as per the above requirements. The proxy form should be witnessed by two individuals who must provide their names, addresses, and CNIC numbers on the form. Attested copies of the CNICs or passports of both the beneficiary owner and the proxy must be attached to the proxy form. The proxy must present their original CNIC or passport at the time of the meeting. In the case of corporate entities, a resolution of the Board of Directors or a Power of Attorney with the specimen signature should be submitted along with the proxy form to the company. The enclosed form of proxy can be used for this purpose

### 4. Polling on Special Business Resolutions:

Members can vote on special business resolutions at the EOGM, following the Companies (Postal Ballot) Regulations, 2018. Conditions outlined in the regulations will apply.

- **Procedure for E-Voting:**

Members, who are in the register of members of the Company by the close of business on June 15, 2023 with valid CNIC numbers, cell numbers, and email addresses will receive e-voting details. They can access the e-voting platform using provided web address, login details, and password that will be shared through email or SMS by THK Associates (Pvt) Limited (eVoting Service Provider). Authentication will be done through electronic signature or authentication of login. E-voting is open from June 16, 2023 to 5:00pm June 22, 2023, and votes cannot be changed once casted.

- **Postal Ballot:**

Members can alternatively vote via postal ballot. The ballot paper is attached and is available on the company's website [www.pkbevcan.com](http://www.pkbevcan.com). Members must send the filled and signed ballot paper, along with a copy of their CNIC, to the Company by 5:00 pm June 22, 2023 at PHA Flat No. 04, Block No. 12, G-8 / 4, Islamabad or email to [corporate@pkbevcan.com](mailto:corporate@pkbevcan.com). Ballots received after this time won't be counted.

### 5. Virtual Participation:

Members holding at least 10% of the total paid-up capital in a city can request video-link participation. The company will arrange video conferencing if consent is received from the required members 10 days before the meeting, subject to availability in that city.

## **Statement under S134 (3) of Companies Act 2017**

This statement sets out material facts concerning the special businesses listed at agenda items No. 2 and 3 to be transacted at the extraordinary general meeting of the Company to be held on June 23, 2023.

### **Agenda item No. 2 – to increase the Authorized Share Capital of the Company**

It is proposed to increase authorized share capital from Rs. 4,000,000,000 to Rs. 8,000,000,000 to facilitate further issues of capital as and when deemed necessary in accordance with growth plans and in the best interest of the Company and its stakeholders.



The existing paid up share capital of the Company is Rs. 3,611,082,540 divided into 361,108,254 ordinary shares of Rs. 10/- each while the existing authorized share capital of the Company is Rs. 4,000,000,000 divided into 400,000,000 ordinary shares of Rs. 10/- each.

To cater for the increase in paid up share capital of the Company in future, the authorized share capital of the Company needs to be enhanced. Accordingly, the Board of Directors has recommended to increase the authorized share capital of the Company from Rs. 4,000,000,000 divided into 400,000,000 ordinary shares of Rs. 10/- each to Rs. 8,000,000,000 divided into 800,000,000 ordinary shares of Rs. 10/- each by Rs. 4,000,000,000 i.e., creation of additional 400,000,000 ordinary shares of Rs. 10/- each.

The proposed increase in the authorized share capital of the Company will also necessitate amendment in Clause V of Memorandum of Association of the Company and Article 4 of Articles of Association of the Company.

#### **Reasons for alteration in authorized share capital**

An alteration of authorized share capital is being proposed to enhance the existing authorized capital to allow future issue of shares in future. Additional authorized capital of Rs. 4,000,000,000 i.e., creation of an additional 400,000,000 ordinary shares of Rs. 10/- each is being proposed.

#### **Reasons for alteration of Memorandum and Articles of Association**

The Company is increasing its authorized share capital to cater for the future increase in paid-up share capital of the Company as mentioned hereinabove. Consequently, the provisions in the Clause V Memorandum of Association and Article 4 of the Articles of Association relating to authorized share capital will need to be amended.

Further, reference of the Companies Act, 2017 in the amended clause V of the Memorandum of Association and clause 4 of the Articles of Association has been proposed to refer the Companies Act, 2017, to bring it in line with the current statute.

#### **Interest of directors**

No directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations to the Memorandum and Articles of Association of the Company except in their capacities as directors/Chief Executive/shareholders of the Company.

#### **Availability of Relevant Documents**

A copy of each of the existing and amended Memorandum and Articles of Association identifying the changes proposed therein bearing the initial of the Company Secretary for identification purposes and the documents pertaining to the proposed special resolution are available for inspection at the registered office of the Company from 9:15 a.m. to 5:00 p.m. on any working day, up to the last working day before the date of the extraordinary general meeting. The same shall also be available for inspection by the members in the extraordinary general meeting.

#### **Statement of the Board of Directors**

"We, the members of the Board of Directors hereby confirm that the proposed amendments/alterations in the Memorandum and Articles of Association of the Company are in line with the applicable laws and regulatory framework."

#### **Agenda item No. 3 – To Shift the Registered Office and Place of Registered from Islamabad to Punjab**

It is proposed to shift the Registered Office of the Company from Islamabad Capital Territory to the Province of Punjab and further, the place of the Registered Office of the Company be shifted from PHA Flat No. 04, Block No. 12, G-8 / 4, Islamabad, to Plot number 29 & 30, M-3 Industrial City, Main Boulevard, Sahianwala, Faisalabad, Punjab.

#### **Reasons for Shifting the Registered Office**

Presently, the company maintains its registered office at PHA Flat No. 04, Block No. 12, G-8 / 4, Islamabad, while the main administrative office and operations are located at 29 & 30, M-3 Industrial City, Main Boulevard, Sahianwala, Faisalabad.



In order to align Company's domicile and legal jurisdiction with its primary place of business and operations, it is proposed to shift the Registered Office of the Company from Islamabad Capital Territory to the Province of Punjab and further, the place of the Registered Office of the Company be shifted from PHA Flat No. 04, Block No. 12, G-8 / 4, Islamabad, to Plot number 29 & 30, M-3 Industrial City, Main Boulevard, Sahianwala, Faisalabad, Punjab.

#### **Reasons for alteration of Memorandum of Association**

In this regard, Section 32(1) of the Companies Act, 2017 states that:

*“Subject to the provisions of this Act, a company may by special resolution alter the provisions of its memorandum so as to:*

- a. change the place of its registered office from.
  - i. one Province to another Province or Islamabad Capital Territory and vice versa; or*
  - ii. one Province or Islamabad Capital Territory to a part of Pakistan not forming part of a Province and vice versa;”**

Therefore, in order to shift the Registered Office of the Company, as proposed, alteration of the Memorandum of Association of the Company is needed.

#### **Statement of the Board of Directors**

“We, the members of the Board of Directors hereby confirm that the proposed amendments/alterations in the Memorandum of Association of the Company are in line with the applicable laws and regulatory framework.”

#### **Interest of directors**

No directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations to the Memorandum of Association of the Company except in their capacities as directors/Chief Executive/shareholders of the Company.

#### **Availability of Relevant Documents**

A copy of each of the existing and amended Memorandum and Articles of Association identifying the changes proposed therein bearing the initial of the Company Secretary for identification purposes and the documents pertaining to the proposed special resolution are available for inspection at the registered office of the Company from 9:15 a.m. to 5:00 p.m. on any working day, up to the last working day before the date



## Form of Proxy

### Pakistan Aluminium Beverage Cans Limited

The Secretary  
PHA Flat No. 04,  
Block No. 12, G-8 / 4,  
Islamabad.

I/We ..... of ..... being a member of PAKISTAN ALUMINIUM BEVERAGE CANS LIMITED and holder of ..... Ordinary shares as per share Register Folio No. .... and/or CDC Participant I.D. No. .... and Sub Account No. .... , hereby appoint ..... of ..... or failing him ..... of ..... as my proxy to vote for me and on my behalf at the extraordinary general meeting of the Company to be held on the 23<sup>rd</sup> day of June, 2023 and at any adjournment thereof.

Signed this ..... day of ..... , 2023.

1. Witness:

Name .....  
Address .....  
.....  
CNIC No. ....  
Passport No. ....  
Signature .....

2. Witness:

Name .....  
Address .....  
.....  
CNIC No. ....  
Passport No. ....  
Signature .....

Signature

<b>On Five Rupees Revenue Stamp</b>
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Note:

1. Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting.
2. CDC Shareholders and their proxies are each requested to attach an attested photocopy of their Computerized National Identity Card or Passport with this proxy form before submission to the Company



## Pakistan Aluminium Beverage Cans Limited

For poll at the Extraordinary General Meeting to be held on Friday, 23 June 2023,  
at 12:00 noon at ISE Auditorium, 55-B, ISE Towers, Jinnah Avenue, Islamabad

Folio / CDS Account Number		
Name of Shareholder / Proxy Holder		
Registered Address		
Number of shares Held		
CNIC/Passport No. (in case of foreigner) (copy to be attached)		
Additional information and enclosures (in case of representative of body corporate, corporation, and federal Government)		
Name of Authorized Signatory		
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)		
<b>Resolution For Agenda:</b>		
<p>“RESOLVED THAT AUTHORIZED SHARE CAPITAL OF THE COMPANY BE AND IS HEREBY INCREASED, FROM PKR 4,000,000,000/- DIVIDED INTO 400,000,000/- ORDINARY SHARES OF PKR 10/- EACH, UP TO PKR 8,000,000,000/- DIVIDED INTO 800,000,000/- ORDINARY SHARES OF PKR 10/- EACH, BY CREATION OF 400,000,000/- ADDITIONAL ORDINARY SHARES OF PKR 10/- EACH, TO RANK PARI PASSU IN EVERY SUSPECT WITH THE EXISTING ORDINARY SHARES OF THE COMPANY”.</p> <p>“FURTHER RESOLVED FURTHER RESOLVED THAT SUBJECT TO THE FULFILMENT OF REGULATORY REQUIREMENTS, THE PLACE OF THE REGISTERED OFFICE OF THE COMPANY BE SHIFTED FROM PHA FLAT NO. 04, BLOCK NO. 12, G-8 / 4, ISLAMABAD, TO PLOT NUMBER 29 &amp; 30, M-3 INDUSTRIAL CITY, MAIN BOULEVARD, SAHIANWALA, FAISALABAD, PUNJAB”.</p>		
<b>Instructions For Poll</b>		
1. Please indicate your vote by ticking (√) the relevant box.		
2. In case if both the boxes are marked as (√), your poll shall be treated as <b>“Rejected”</b> .		
I/we hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing tick (√) mark in the appropriate box below;		
<b>Resolution</b>	<b>I/We assent to the Resolution (FOR)</b>	<b>I/We dissent to the Resolution (AGAINST)</b>
<b>Agenda Item:</b> <p>“RESOLVED THAT AUTHORIZED SHARE CAPITAL OF THE COMPANY BE AND IS HEREBY INCREASED, FROM PKR 4,000,000,000/- DIVIDED INTO 400,000,000/- ORDINARY SHARES OF PKR 10/- EACH, UP TO PKR 8,000,000,000/- DIVIDED INTO 800,000,000/- ORDINARY SHARES OF PKR 10/- EACH, BY CREATION OF 400,000,000/- ADDITIONAL ORDINARY SHARES OF PKR 10/- EACH, TO RANK PARI PASSU IN EVERY SUSPECT WITH THE EXISTING ORDINARY SHARES OF THE COMPANY”.</p> <p>“FURTHER RESOLVED THAT SUBJECT TO THE FULFILMENT OF REGULATORY REQUIREMENTS, THE PLACE OF THE REGISTERED OFFICE OF THE COMPANY BE SHIFTED FROM PHA FLAT NO. 04, BLOCK NO. 12, G-8 / 4, ISLAMABAD, TO PLOT NUMBER 29 &amp; 30, M-3 INDUSTRIAL CITY, MAIN BOULEVARD, SAHIANWALA, FAISALABAD, PUNJAB.</p>		
<b>NOTES:</b>		
<ol style="list-style-type: none"><li>Dully filled ballot paper should be sent to the Chairman of PABC at registered office of Pakistan Aluminium Beverage Cans Limited PHA Flat No. 04, Block No. 12, G-8 / 4, Islamabad or e-mail at corporate@pkbevcan.com</li><li>Copy of CNIC/ Passport (in case of foreigner) should be enclosed with the postal ballot form.</li><li>Ballot paper should reach the Chairman within business hours by or before 22 June 2023. Any postal ballot received after this date, will not be considered for voting.</li><li>Signature on ballot paper should match with signature on CNIC/ Passport.</li><li>Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written poll paper will be rejected.</li><li>In case of a representative of a body corporate, corporation or Federal Government, the Ballot Paper Form must be accompanied by a copy of the CNIC of an authorized person, an attested copy of Board Resolution, Power of Attorney, Authorization Letter etc., in accordance with Section(s) 138 or 139 of the Companies Act, 2017 as applicable. In the case of foreign body corporate etc., all documents must be attested by the Counsel General of Pakistan having jurisdiction over the member. Ballot Paper form has also been placed on the website of the company at <a href="https://www.pkbevcan.com">https://www.pkbevcan.com</a>.</li></ol>		
_____ <b>Shareholder / Proxy holder Signature/Authorized Signatory</b> (In case of corporate entity, please affix Company/stamp)		_____ Date